

Summary of Significant Changes to AIRA Bylaws

8/20/09

The Bylaws Committee made a number of formatting, organizing and minor editing changes to the bylaws. A detailed Bylaws document with tracked changes is available upon request. Significant changes are outlined below:

1. Article II – Purpose
 - Updated Vision and Mission statements. Added Purpose/Value statement per 2009 Strategic Planning decision.
2. Article IV, Section 5 – Suspension or expulsion of members
 - New section regarding process for suspension or expulsion of members of the Association.
3. Article IV, Section 6 – Annual Meeting.
 - Moved from Article V, Section 8, and added language allowing the Annual Meeting to be conducted via conference call or other forms of two-way communication (i.e., webex).
4. Article V, Section 1 – Elected Officers.
 - Reduced terms of President-Elect, President, and Past President from 2 years each to 1 year.
 - Reduced term of Treasurer from 3 years to 2 years.
 - Added allowance for officers to serve more than 2 terms in office IF there is a break of at least one year between terms.
5. Article V, Section 3 - Directors
 - This section has been cleaned up. References to ex-officio directors eliminated.
6. Article V, Section 5 – Attendance, Resignations, Removal
 - Added Attendance expectations.
 - Added provision that covers a change in membership category of a Board member during their term of office, when that change affects their eligibility for the Board position.
 - Added a “without cause” provision – to avoid legal battles on definition of cause. Similar to “at-will” employment provisions.

7. Article V, Section 6 – Duties and Responsibilities

- Added last two sentences of first paragraph.
- Added reference to a document titled “Board Roles and Responsibilities” which will need to be developed.
- Changed frequency of Board Meetings from at least “twice a year” to at least “four times a year”.

8. Article V, Section 8 - Meetings

- Added #5 - provision that meetings may be held in-person, via conference call, or any other two-way communication modality.

9. Article V, Section 11 – Actions by Written Consent

- New section which allows Board to take action without convening a meeting if certain conditions are met.

10. Article VII, Section I – Standing committees

- Combined nominating and membership committees. Eliminated administrative and policy committees which have never been implemented. Move Education and Data Exchange Standards Committees from Standing Committees to Section II and categorize as “Other Committees”. This leaves 4 standing committees: Nominating/Membership; Bylaws; Finance; Strategic Planning.

11. Article VII, Section II – Other committees

- Changed language that referred to committee chairs being elected by the membership.
- Added language placing restrictions on these committees from implementing policy without Board approval.

12. Article VIII - Indemnification

- Changed indemnification language.

13. Article IX - Liability

- New Article – added liability information

14. Article XI – Parliamentary Procedure

- Added this paragraph on parliamentary procedure. Similar but less detailed language previously existed in Article V, Section 8.

15. Article XII – Amendments

- Added Section V which allows Board to make superficial changes without membership approval – i.e., punctuation, typographical, renumbering.